IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY PETITION NO.127 OF 2006
CONNECTED WITH
COMPANY APPLICATION NO.870L OF 20065

Foseco India Limited Petitioner

Shri Hemant Sethi for petitioner.

Shri C.J.Joy with R.C.Master and M.M.Goswami i/by Dr.T.L.Kaushik for respondent.

CORAM : S.C.DHARMADHIKARI, J.
DATE : 21st April 2006

PC :

1. The sanction is sought under sections 78, 100, 391 and 394 of the Companies Act, 1956 to a scheme of arrangement between petitioner and its share holders.

2. It is pointed out on oath by the petitioner's Authorised Signatory that the company has been maintaining consistent record of profitable growth. It has followed a consistent dividend policy and transferred certain part of its retained profits to general reserves. There are huge reserves generated during all these years. It has huge amounts to the credit of its profit

and loss account and taking into consideration its financial position and present status, it has decided to reduce its balance in security premium accounts and returning the reserves in excess to its members by restructuring its share holders' fund. The company continues to be solvent. There is some imbalance which is sought to be corrected, save and except that, none is prejudiced by this arrangement which is approved.

3. The meetings have been convened of all members. Since the company is listed in Stock Exchanges, relevant Stock Exchanges' clearance has also been obtained.

4. The Regional Director has filed an affidavit and has submitted that the scheme is not prejudicial to the share holders' interest and that of the creditors as well.

5. In the light of the above, this petition is made absolute in terms of prayer clauses (a) to (d). Costs of Regional Director quantified at Rs.2,500/-. All concerned to act an ordinary copy of this order and the scheme, duly authenticated by the Company Registrar.

(S.C.DHARMADHIKARI, J.)